OFFICIAL FILE ILLINOIS COMMERCE COMMISSION

ORIGINAL

COMMERCE COMMISSION

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CHIEF CLERK'S OFFICE Docket No. ICC Office Use Only

Backbone Communications, Inc.

Backbone Communications

Application for a certificate of local and interexchange authority to operate as a reseller and facilities based carrier of telecommunications services in the whole State of Illinois.

APPLICATION OF BACKBONE COMMUNICATIONS, INC. FOR CERTIFICATE TO BECOME A TELECOMMUNICATIONS CARRIER

GENERAL * * * * * * * * * * * * * * * * * * *	
1. Applicant's Name(including d/b/a, if any)	FEIN # _95-466-3359_
Backbone Communications, Inc.	
Address: Street -1801 Century Park East, Suite 1830	
City Los Angeles State/Zip CA 900	067
2. Authority Requested: (Mark all that apply)' _XX13-4	403XX13-404 _XX13-405
 Request for waivers/variances: In applications for exchange waivers of Part 710 and of Section 735.180 of Part 735 are g interexchange service authority under Sections 13-403 and 1 generally requested. Please indicate which waivers Applicant 	generally requested. In applications for 3-404, waivers of Part 710 and Part 735 are
XX_ Part 710Part 735XX_ Sec	ction 735.180Other
4. In what area of the state does the Applicant propose to provi	ide service?
In the whole State of Illinois	
5. Please attach a sheet designating contact persons to work with	th Staff on the following:
The following information is attached at Exhibit A.	
Robert Bral Page 1 President	01/24/00

Robert Bral President Backbone Co	ommunications	Page	2		01/24/00
MANAGER	TIAL	The second secon		HELD TO THE STATE OF THE STATE	Manuscon in Section 1985
and records	in the State of Illinois. To keep its records and be	The Applicant's head	lquarters are locat		
	Applicant keep its boo ssion pursuant to 83 Ill				
If YES, desc	ribe fully.				
	YES XX NO				
	ere been any complaint	<u> </u>	ant in any other jus	risdiction?	
revoked	Applicant, or any princ or suspended in any ju	risdiction in this or a		icate of Service or ha	nd its certification
•	vill offer data services			n the State of Illinoi	s
9. List iuri	sdictions in which App	olicant is offering ser	vice(s)		
State of Illin	of Incorporation and a ois are attached as Exh the Commission upon	ibit B. A copy of cer	rtificate of authori		
8. Submit	a copy of articles of inc	corporation and a cop	by of certificate of	authority to transact	business in Illinois.
Other	(Specify)	In what state?	California		
Indiv	check type of organizat idual ership	ion? _XX_ Corporation Date corporation wa In what state?		ug. 20, 1997_	
	fy each contact person nber, and (vi) e-mail ac		(iii) mailing addre	ss, (iv) telephone nur	nber, (v) facsimile
f) g)	security/law enforcen	nent			
d) e)	technical and service "tariff" and pricing is 9-1-1 issues				
b) c)	consumer issues customer complaint r				
a)	issues related to proce	essing this applicatio	n		

may be in either narrative form, resumes of key personnel, or a combination of these forms. Please see biographies of Applicant's managerial and technical staff attached as Exhibit C. 14. List officers of Applicant. -Heather Ross, Director of Marketing -Robert Bral, President Lisa Pache, Director of Operations- -Karen Streifel, Accounting Manager--Travis Rodman, Director of Collocation--Cat&u Alvarez, Regulatory Analyst 15. Does any officer of Applicant have an ownership or other interest in any other entity which has provided or is currently providing telecommunications services? _____ YES __XX_NO If YES, list entity. 16. How will Applicant bill for its service(s)? In house billing system 17. How does Applicant propose to handle service, billing, and repair complaints? The Applicant's toll free customer service line will be staffed 24 hours a day seven days a week to assist all _ customers with billing, repairs, and complaints._____ 18. Will personnel be available at Applicant's business office during regular working hours to respond to inquiries about service or billing? _XX___ YES ____ NO 19. What telephone number(s) would a customer use to contact your company? ___**1 (800)** 987-1111_____ 20. What are your procedures to prevent unauthorized "slamming" of customers? The Applicant's service provision will always be over dedicated lines therefore slamming is not technologically feasible. 21. If granted authority to operate as a local exchange carrier, will the applicant abide by the following 83 Illinois Administrative Code Parts: 705, 710, 720, 725, 735, 755, 756, 757, 770, and 772? YES NO (Mr no, please provide an explanation.) The Applicant pursuant to Section 705.50, requests that instead of keeping specified documents on microfilm that they be entitled to keep those documents specified as permissible to be kept on microfilm on zip disc. The Applicant pursuant to Section 710 seeks relief from the stipulations of adoption of 47 CFR 32 so that they may use their already installed billing system. Robert Bral Page 3 01/24/00 President Backbone Communications

13. Please attach evidence of the applicant's managerial and technical resources and ability to provide service. This

The Applicant files a petition for a wavier from the requirements of Section 725. End users may access 911 emergency service **over** the Company's facilities at no charge to subscribers **or** end users.

The Applicant pursuant to Section 735.180 seeks a waiver from publishing directories. The Applicant does not publish a directory or provide other similar listings of its Subscribers. However, the Applicant will arrange for Subscribers, other than Subscribers requesting non-published service, to be listed in the directories and directory assistance records of Ameritech and other incumbent local exchange carriers with which it interconnects. The Applicant will distribute or provide for the distribution to each Subscriber, at no charge, one copy of the Ameritech white and yellow pages directory applicable to the location at which the Subscriber receives service.

22. Will the applicant sign and return membership forms to the Universal Telephone Assistance Corporation and the Illinois Telecommunications Access Corporation? XX YES __NO

FINANCIAL

23. Please attach evidence of applicant's financial fitness through the submission of its most current income statement and balance sheet, or other appropriate documentation of applicant's financial resources and ability to provide service.

Evidence of Applicants financial qualifications are attached as Exhibit D.

TECHNIC&L

24. Does Applicant utilize its own equipment and/or facilities? XX_ YES __ NO

If YES, please list: _The Applicant has already collocated a Lucent CBX 500 Switch, Cisco 25 11 router, and 8 port hub, 56 kilobit modem, APC Power stack 250, and DSX Cross-connect at William's Communications' POP at 600 South Federal, Suite 600, Chicago, IL 60605

If NO, which facility provider(s)'s services does Applicant use?

25.	Please describe the nature of service to be provided (e.g., operator services, Internet, debit cards, long distance
	service, local service).
	The Applicant intends to provide local exchange long distance and data exchange services via ATM/Frame

Relay network infrastructures.

26. Will technical personnel be available at all times to assist customers with service problems? XX YES

27. If Applicant intends to provide **payphone** service, will the equipment utilized comply with FCC requirements and Finding (9) of the Commission Order entered in Docket No. 84-0442 on June 11, 1986, including, but not limited to: (a) touch dialing; (b) access to 9-1-1 and "0" operator dialing without use of a coin; (c) rules governing use of payphones by disabled persons; (d) ability to complete local and long-distance calls; (e) unlimited duration for local calls; and (f) a message explaining the telephone's general operations, dialing instructions for emergency assistance, payphone owner's name, method of reporting service problem and

method of receiving credit for faulty calls?

(Signature of Applicant)

Robert Bral Page 4 01127100

President

NO

VERIFICATION

This application shall be verified under oath.

OATH

State of -California
County ofLos Angeles)
-Robert Bral makes oath and says that he is -President (Insert the name of affiant) (Insert the official title of the affiant)
of -Backbone Communications, Inc (Insert here the exact legal title or name of the Applicant)
that he has examined the foregoing application and that to the best of his knowledge, information, and belief, all statements of fact contained in the said application are true, and the said application is a correct statement of the business and affairs of the above-named applicant in respect to each and every matter set forth therein.
(Signature of affiant)
Subscribed and sworn to before me, a Notary Public/ ROSLINITE KRAMEN, NOTANY PUBLIC (Title of person authorized to administer oaths)
in the State and County above named, this $\frac{24}{9}$ day of $\frac{\sqrt{ANVANY}}{\sqrt{ANVANY}}$, $\frac{2000}{\sqrt{ANVANY}}$.
(Signature of person authorized to administer oath)
Rosiyn I. Kramer Comm. #1145409 NOTARY PUBLIC - CALIFORNIA D LOS ANGELES COUNTY () Comm. Exp. July 3, 2001

Robert Bral President

Backbone Communications

Page 5

01/24/00



For the Illinois State Commission

Contact persons for:

a) issues relating to the processing of this application,

Caterina Alvarez
Regulatory Analyst
Backbone Communications, Inc.
1801 Century Park East, Suite No. 1830
Los Angeles, CA 90067
Tel.: (310) 282-7111 Ext. 227

Fax: (310) 552-2314 Calvarez@bbcominc.inc

b) consumer issues,

Caterina Alvarez
Regulatory Analyst
Backbone Communications, Inc.
1801 Century Park East, Suite No.1830
Los Angeles, CA 90067
Tel.: (310) 282-7111 Ext. 227
Fax: (3.10) 552-23.14

Fax: (3 10) 552-23 14 Calvarez@bbcominc.inc

c) customer complaint resolution,

Lisa Pache
Director of Operations
Backbone Communications, Inc.
1801 Century Park East, Suite No. 1830
Los Angeles, CA 90067
Tel.: (310) 282-7111 Ext. 246
Fax: (310) 552-2314

d) technical and service quality issues

Lpache@bbcominc.com

Travis Rodman
Network Engineer
Backbone Communications, Inc.
1801 Century Park East, Suite No. 1830
Los Angeles, CA 90067
Tel.: (310) 282-7111 Ext. 228
Fax: (310) 552-2314
Trodman@bbcominc.inc

e) "tariff' and pricing issues

Caterina Alvarez Regulatory Analyst Backbone Communications, Inc. 1801 Century Park East, Suite No. 1830 Los Angeles, CA 90067 Tel.: (310) 282-71 11 Ext. 227

Fax: (310) 552-2314 Calvarez@bbcominc.inc

f) 9-1-1 issues

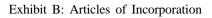
Caterina Alvarez Regulatory Analyst Backbone Communications, Inc. 1801 Century Park East, Suite No. 1830 Los Angeles, CA 90067 Tel.: (310) 282-7111 Ext. 227

Fax: (3 10) 552-23 14 Calvarez@bbcominc.inc

g) security and law enforcement issues

Caterina Alvarez Regulatory Analyst Backbone Communications, Inc. 1801 Century Park East, Suite No. 1830 Los Angeles, CA 90067 Tel.: (310) 282-7111 Ext. 227

Fax: (310) 552-2314 Calvarez@bbcominc.inc



President Backbone Communications

ł

State of California



SECRETARY OF STATE

Part

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this



Billens

Secretary of State

2033709

FILED in the office of the Secretary of State

ARTICLES OF INCORPORATION

OF

AUG 2 0 1997

of the State of California

BROAD BAND COMMUNICATIONS, INC.

1.

BILL JONES, Segretary of State

The name of the corporation is BROAD BAND COMMUNICATIONS, INC.

11.

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

111.

The name and address in the State of California of this corporation's initial agent for service of process is:

STEVEN J. HABER Attorney at Law 12301 Wilshire Boulevard Suite 600 Los Angeles, CA 90025-I 007

IV.

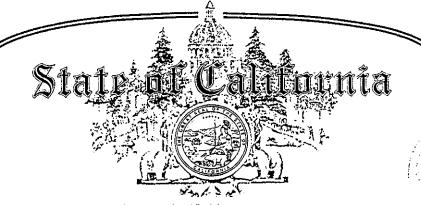
This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is 1 ,000,000.

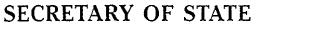
DATED: August 18, 1997.

STEVEN J. HABER

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

STEVEN J. HABER





I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

----- d 0 1997



Bill mes

Secretary of State

CERTIFICATE OF AMENDMENT

OF THE

ARTICLES OF INCORPORATION

OCT ~ 6 1998

OF

BROAD BAND COMMUNICATIONS, INC., a California corporation

Robert Bral hereby certifies that:

- He is the duly elected President and Secretary of Broad Band 1. Communications, Inc., a California corporation.
- Article i of the Articles of incorporation of this corporation shall be restated as follows:

"The name of this corporation is Backbone Communications Inc."

- The foregoing amendment has been duly approved by the directors of the 3. corporation.
- The foregoing amendment has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 50,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

! further declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing certificate are true and correct of my own knowledge.

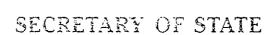
Dated: As of $\frac{9/30}{}$, 1998.

Robert Bral, President

Robert&al.

Secretary

Stair of California



I. *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of ____ page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

SEP 0.9 1999

Secretary of State

Form BCA-13.15 (Rev. Jan. 1999)	APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN ILLINOIS	SUBMIT IN DUPLICATE!		
Jesse White, Secretary of State Department of Business Services Springfield, IL 62756 Telephone (217) 782-1834 http://www.sos.state.il.us	This space for use by Secretary of State	This space for use by Secretary of State Date License Fee \$		
Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."		Franchise Tax \$ Filing Fee \$ Penalties \$ Approved:		
1. (a) CORPORATE NAME:	Backbone Communica	tions, Inc.		
(Complete item 7 (b) only if the	e corporate name is not available in this state.)			
` '	NAME: name, the corporation hereby agrees NOT to use in Illinois. Form BCA 4.15 is attached.)	ts corporate name in the		
(a) State or Country of incorp (b) Date of Incorporation: (c) Period of Duration:	Aug. 20, 1997			
3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois: Backbone Communications, Inc.				
1801 Century Park Los Angeles, CA	<u>East. Ste.1830</u> one 90067-2320			
-	tered agent and registered office in Illinois.	_		
Registered Agent	First Name Middle Name	Last Name		
Registered Office	Number Street	Suite #		
	City ZIP Code	Countv		
() A · ()	is admitted or qualified to transact business: (Includ	e state of incorporation)		
6. Names and residential addresse	es of officers and directors:			
Name President Robert Bral Secretary List Fache Director Jim Carlin Director	-, Bukkone Communications, Inc. 180/Cc	City State ZIP Intrusy Paul E. S.K. 1830_LA, CA906		

		oose or purposes proposed (If not sufficien Whene Commu acting busines dband enforma	nt space to cover this r	oint add one or m	ore sheets of t	his size.) to be peuse elwery of The resident	ud b‡busi
		orized and issued shares:					·····
	Clas	s Series	Par Value	Number of S Authorize		Number of Shar issued	es
			No	<u> </u>			
9.		d-in Capital: \$id-in Capital" replaces the t	erms Stated Capital &	Paid-in Surplus an	nd is equal to th	e total of these accor	unts.)
10.	(a)	Give an estimate of the t		operty* of the	_{\$ 1} , 46.	2,355.75	
	(b)	Give an estimate of the toorporation for the following	otal value of all the p	roperty' of the ated in Illinois:	\$		
	(c)	State the estimated tota transacted by it everywhe	I business of the corpression of the corpression of the following year	poration to be ar:	s_46,	388,894.00	<u> </u>
	(d)	State the estimated annu transacted by it at or fror Illinois:	al business of the corn places of business	poration to be in the State of	\$		
11.1	nteri	ogatories: (Important-this	section must be com	pleted.)			a Alvare ne Commo
**	(a) (b) (c) (d) (e)	Office or offices to which a Number of shares of all constant of Shares of all constant of the corporation transaction of the answer to item 11 (constant of the shares).	lasses owned by resid asses owned by non-r ting business in this sta	ents of Illinois: No esidents of Illinois: ate at this time? No	ne None 5	acceptance: NOI CEA Swith Yoshig	Jury Pa 1830 Lles, 69 9
		application is accompanied ast ninety (90) days, by the					
	unde Date	sted by (Nogth & Da Signature of Secre L. Caterina Alv		are true. (All signa Back ar)	atures must be bone Com (Exact Na. gnatures or Pre	in BLACK INK.) MUNICATIONS, I me of Corporation) islent or Vice Preside	Inc.
*	PRC	PERTY as used in this ann	·	all properly of the or			ntangihla

- * PROPERTY as used in this application shall apply to all properly of the corporation, real, personal, tangible, intangible, or mixed without qualifications.
- ** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).



Page 8 01/24/00

Lisa Pache

Director of Operations

Telecommunications experience: Director of Marketing for ADM, Inc. for five years. Director of

Operations for Backbone Communications, Inc. for two years.

Years of experience: Seven years in telecommunications.

Heather Ross

Public Relations and Marketing Coordinator

Telecommunications experience: Prior to joining BBCOM she worked for Careerpath.com for 10

months. She graduated from USC with a BA in Public Relations with an emphasis in telecom/dotcom/investor relations and

multimedia engineering (web design).

Years of experience: Two years in communications.

Karen Streifel
Staff Accountant

Telecommunications experience: Thirteen years with Pacific Northwest: Telephone PBX Accounting

Special Projects, Control Center, and Port of Portland Remodel. She has been with Backbone Communications, Inc. for 8 months.

Years of experience: Fourteen years in accounting for telecommunications.

Travis Rodman
Network Engineer

Telecommunications Experience: MIS Director for the American Teleservices Association as DBA,

Website Administrator, and IT Director. Began working with Backbone Communications, Inc. 6 months ago. Has already

received promotion.

Years of experience: Three years in communications.

Caterina Alvarez Regulatory Analyst

Telecommunications experience: Two years as assistant director at the Columbia Institute for Tele-

Information, a telecommunications think tank based out of Columbia Graduate Business School. Paid internship at the Office of Plans and Policy, Federal Communications Commission.

Received MA in Communications, at the Annenberg School, University of Southern California. Began working with Backbone

Communications, Inc. in December 1999.

Years of experience: Five years in telecommunications.

Confidential Page 1 01/17/00

Robert Bral 912 Roxbury Drive Beverly Hills, CA 90210 (310)282-7111

PERSONAL STRENGTHS

An excellent communicator with experience lecturing on TDM, ATM, Routers, Frame Relay, Layer 2, Layer 3, IP Video, IP Telephony, and New Generation Networks.

An entrepreneur that keeps up to date with the newest technology in the telecommunications field by attending lectures, seminars, conferences and by interfacing with many of the industry leaders on an ongoing basis.

Ability to bring to the classroom a wealth of hands-on experience and practical applications coupled with the capability of passing on that knowledge in a simple, interesting and meaningful manner.

EDUCATION

San Francisco State University

Bachelor of Science in Structural Engineering, 1982

Golden Gate University

Master of Telecommunications Engineering, 1990

EXPERIENCE

Centex Telemanagement, Inc.

1986-1988

Quality Systems Analyst

Bittel Telecommunications Corp.

1988-1996

President & Founder of interexchange carrier service. Company was sold to Brooks/Worldcom.

Backbone Communications, Inc.

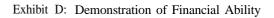
1997-present

President & Founder of Asynchronous Transfer Mode Nationwide Network

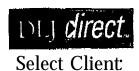
Golden Gate University

1998-present

Telecommunications Instructor



Harborside Financial Center 501 Plaza II. Jersey City, NJ 07311 1.888.678.4355 Tel 1.973.316.0694Fax www.DLJdirect.com A Donaldson, Lufkin & Jenrette Company Memher NASD and SIPC



December 31, 1999

To Whom It May Concern:

This letter is to verify that Mr. Robert Bral has liquid assets in excess of \$100,000 in his personal account held at DLJdirect.

If additional information is needed please call I-888-678-4355.

Sincerely,

Eric Garner

Select Client Services Manager

BBCOM Balance Sheet

As of November 30, 1999

	Nov 30, '99
ASSETS	
Current Assets	
Checking/Savings I-1000. CNB-731281	7.844.79
I-1000. CNB-731281	250.00
Total Checking/Savings	8,094.79
	-,
Other Current Assets I-1250 Loan Receivable	
I-1255. CAP-Payroll	-19,125.00
Total I-1250 Loan Receivable	-19,125.00
1-1310 Deposits-Equipment	20,000.00
1-1350 Security Deposits	,
1-1360 · 1801 Century Park East-1850	2592.00
Total 1.1350 Security Deposits	2,592.00
Total Other Current Assets	3.467.00
Total Current Assets	11,561.79
Fixed Assets	
I-1500 Office Furniture&Equipment	
1-1505 · Computers/Printers	68,122.79
1-1507 · Office Fixtures/Decor	4,414.50
1-1510 · Office Furniture	76,484.98
I-1515. Office Equipment	19.118.15
Total I-1500 Office Furniture&Equipment	168,140.42
I-1600 Property & Equipment	
I-1610. Equipment-Routers/Switches	1,455,520.52
1-1615 · Video Conf Equipment	6.835.23
Total I-1600 Property & Equipment	1,462,355.75
I-1700 Other Fixed Assets	
I-1710 start up costs	22,651.27
1-1715 · Organization costs	2,895.00
Total I-1700. Other Fixed Assets	25,546.27
Total Fixed Assets	1,656,042.44
TOTALASSETS	1,667,604.23
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
2-2000 · Accounts Payable	10.642.43
Total Accounts Payable	10,642.43
Other Current Liabilities	0.00
2-2400 · PAYROLL WITHHOLDINGS	
Total Other Current Liabilities	0.00
Total Current Liabilities	10,642.43

BBCOM Balance Sheet

As of November 30.1999

	Nov 30, '99
Long Term Liabilities 2-2300 · Equipment Loans 2-2305 Lucent Equipment	1.039.394.00
Total 2-2300 · Equipment Loans	1,039,394.00
2-2600 · Loans from Stockholders	122.937.37
Total Long Term Liabilities	1.162.331.37
Total Liabilities	1,172,973.80
Equity 3-3000 · OWNERS EQUITY-Robert Brail 3-3010 . Investments 3-3015 · Withdrawals	1,218,299.50 54.0 11.00
Total 3-3000 · OWNERS EQUITY-Robert Brai	1,272,310.50
3900 · Retained Earnings Net Income	-188,722.79 -588,957.28
Total Equity	494,630.43
TOTAL LIABILITIES & EQUITY	1,667,604.23